

Thompson Douglas W.
Form 4
January 10, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Thompson Douglas W.

(Last) (First) (Middle)

C/O TEXAS ROADHOUSE,
INC., 6040 DUTCHMANS LANE

(Street)

LOUISVILLE, KY 40205

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Texas Roadhouse, Inc. [TXRH]

3. Date of Earliest Transaction
(Month/Day/Year)

01/08/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common Stock | 01/08/2019 | | M | (A) or (D) Amount 20,000 (1) | \$ 0 | 58,519 | D |
| Common Stock | 01/08/2019 | | F | 6,989 | \$ 61.86 | 51,530 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Unit | (2) | 01/08/2019 | | M | 20,000 | (3) (3) | Common Stock 20,000 |
| Restricted Stock Units | (2) | 01/08/2019 | | A(4) | 10,000 | (5) (5) | Common Stock 10,000 |
| Restricted Stock Units | (2) | 01/08/2019 | | A(4) | 12,500 | (6) (6) | Common Stock 12,500 |
| Restricted Stock Unit | (2) | | | | | (7) (7) | Common Stock 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Thompson Douglas W. C/O TEXAS ROADHOUSE, INC. 6040 DUTCHMANS LANE LOUISVILLE, KY 40205 | | | Chief Operating Officer | |

Signatures

/s/ Celia Catlett, by Power of Attorney
01/10/2019
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents restricted stock units that are fully vested on the transaction date.
- (2) Each restricted stock unit represents a conditional right to receive one share of the Company's common stock.
- (3) The restricted stock units vested on January 8, 2019. Delivery of the shares to the reporting person occurred on January 8, 2019.
- (4) Grant of restricted stock units pursuant to the Company's 2013 Long Term Incentive Plan.
- (5) The restricted stock units vest on January 8, 2020. Delivery of the shares to the reporting person will occur on January 8, 2020, subject to the reporting person's continued service with the Company.

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- (6) The restricted stock units vest on January 8, 2021. Delivery of the shares to the reporting person will occur on January 8, 2021, subject to the reporting person's continued service with the Company.
- (7) The restricted stock units vest on August 27, 2019. Delivery of the shares to the reporting person will occur on August 27, 2019, subject to the reporting person's continued service with the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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